

WC 06-62

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

DOCKET FILE COPY ORIGINAL

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

DATE STAMP & RETURN OMB 3060-0589
Page 1 of 2

(1) LOCKBOX # 358145		FCC/MELLON MAR 06 2006		SPECIAL USE ONLY FCC/MELLON MAR 06 2006 FCC USE ONLY	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Integra Telecom Holdings, Inc.			(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00		
(4) STREET ADDRESS LINE NO. 1 1201 NE Lloyd Boulevard					
(5) STREET ADDRESS LINE NO. 2 Suite 500					
(6) CITY Portland			(7) STATE OR	(8) ZIP CODE 97232	
(9) DAYTIME TELEPHONE NUMBER (include area code) (503) 453-8000			(10) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(11) PAYER (FRN) 0004-2570-10			(12) FCC USE ONLY		
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME Electric Lightwave, LLC					
(14) STREET ADDRESS LINE NO. 1 4400 NE 77th Avenue					
(15) STREET ADDRESS LINE NO. 2					
(16) CITY Vancouver			(17) STATE WA	(18) ZIP CODE 98662	
(19) DAYTIME TELEPHONE NUMBER (include area code) (360) 816-3000			(20) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(21) APPLICANT (FRN) 0008-3594-40			(22) FCC USE ONLY		
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00		(27A) TOTAL FEE \$895.00		FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE		FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2			
SECTION D - CERTIFICATION					
CERTIFICATION STATEMENT I, M. Renee Britt, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.					
SIGNATURE <i>M. Renee Britt</i>			DATE 03/06/2006		

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No <u>2</u> of <u>2</u>		SPECIAL USE FCC ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Integra Telecom Holdings, Inc.		
(14) STREET ADDRESS LINE NO. 1 1201 NE Lloyd Boulevard		
(15) STREET ADDRESS LINE NO. 2 Suite 500		
(16) CITY Portland	(17) STATE OR	(18) ZIP CODE 97232
(19) DAYTIME TELEPHONE NUMBER (include area code) (503) 453-8000		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0004-2570-10		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

BINGHAM McCUTCHEN

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March 6, 2006

VIA COURIER

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: Application of Electric Lightwave, LLC (“ELI”) and Integra Telecom Holdings, Inc. (“Integra”) for Section 214 Authority to Transfer Control of Domestic and International Authorization

Dear Ms. Dortch:

On behalf of Electric Lightwave, LLC (“ELI”) and Integra Telecom Holdings, Inc. (“Integra”), enclosed please find an original and six (6) copies of an application for Section 214 authority to transfer control of domestic and international authorizations from ELI to Integra.

Pursuant to Section 63.04(b) of the Commission’s rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application (“Combined Application”).

Also enclosed is a completed Fee Remittance Form 159 containing a valid VISA credit card number and expiration date for payment, in the amount of \$895.00, to the Federal Communications Commission, which satisfies the filing fee required for this Application under line 2.b of Section 1.1105 of the Commission’s rules.

Applicants are simultaneously filing the Application with the International Bureau through the MyIBFS Filing System.

March 6, 2006
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Bingham McCutchen LLP
bingham.com

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,

Brett Ferenczak
(ms)

Russell M. Blau
Brett Ferenczak

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Application of)
)

ELECTRIC LIGHTWAVE, LLC)

ITC-ASG-2006 _____

and)

WC Docket No. 06- _____

INTEGRA TELECOM HOLDINGS, INC.)
)

And Their Operating Subsidiaries,)
For Grant of Authority Pursuant to)
Section 214 of the Communications Act of)
of 1934 and Section 63.04 and 63.18 of the)
Commission's Rules to Complete an)
Transfer of Control of Electric Lightwave, LLC, a)
Domestic and International Carrier, to Integra)
Telecom Holdings, Inc.)
_____)

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

Electric Lightwave, LLC ("ELI") and Integra Telecom Holdings, Inc. ("Integra") (collectively, the "Applicants"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request authority to transfer control of ELI to Integra, as more fully described below.

B. Application Eligible for Streamlined Processing

Applicants respectfully submit that this Application should be eligible for streamlined processing pursuant to the Commission's Rules and Orders. With respect to international

authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because neither Applicant is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

With respect to domestic authority, this Application may not qualify for presumed streamlined processing pursuant to Section 63.03(b)(2) because affiliates of both ELI and Integra are ILECs that have adjacent service areas. Specifically, an affiliate of ELI, Frontier Communications of Minnesota ("Frontier-MN"), is an ILEC in Minnesota whose Lakeville, Burnsville, Jordan and Belle Plaine exchanges are adjacent to the services area of Scott-Rice Telephone Company ("SRTC"), an ILEC affiliate of Integra. Frontier-MN and SRTC will remain unaffiliated following completion of the transaction and, therefore, the fact that their service areas are partially adjacent does not negatively affect the public interest. In addition, ELI does not offer retail services in Minnesota, but does offer certain wholesale services.

To the extent this adjacency disqualifies the Application from presumptive streamlined treatment, Applicants nevertheless request streamlined treatment on the case-by-case approach.¹ Immediately following the transaction, (1) Integra and its subsidiaries, including ELI, will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Integra and its subsidiaries, including ELI, will provide competitive telephone services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction (except for certain services ELI currently provides in certain service areas of its ILEC

¹ *In re Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, CC Docket No. 01-150, Report and Order at ¶ 34 (Mar. 21, 2002).

affiliates, which will no longer be affiliated with ELI after the transaction is completed); and (3) to the extent Applicants' affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") are incumbent local exchange carriers in other markets, these affiliates have in combination fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide. Since this application would qualify for presumptive streamlined treatment but for the fact that ILEC affiliates of Applicants that are not involved in the proposed transaction have adjacent service territories, those ILECs with adjacent service areas will remain unaffiliated following the transaction, and the transaction will have no effect whatsoever on the level of competition in any of these ILEC territories, Applicants respectfully request that the Commission grant streamlined treatment to this Application, or in the alternative, process this Application on a non-streamlined basis but using similar timeframes for comments and approval as would be used for an Application with streamlined processing.

In support of this Application, Applicants provide the following information:

II. THE APPLICANTS

A. Electric Lightwave, LLC ("ELI")

Electric Lightwave, LLC is a limited liability company organized under the laws of Delaware. ELI's current principal place of business is at 4400 NE 77th Avenue, Vancouver, Washington 98662. ELI's sole member is CU Capital LLC ("CU Capital"), a Delaware limited liability company, whose sole member is Citizens Communications Company ("Citizens"), a Delaware corporation.

Founded in 1990, ELI is an integrated communications provider of local telephone, data, network, and long distance services to small and medium enterprise businesses, carriers, and the growing e-commerce market. In parts of the western United States, ELI is a full service

telecommunications provider, offering business customers a suite of integrated products and services, including local phone service, switched and dedicated long distance, private networks, advanced data and Internet access services. ELI's current full service markets include Portland, Oregon; Seattle, Washington; Sacramento, California; Phoenix, Arizona; Salt Lake City, Utah; and Boise, Idaho. Nationwide, ELI offers long distance, data, Internet access and broadband transport services.

ELI is authorized to provide telecommunications services in every state. ELI provides its domestic interstate services pursuant to blanket domestic Section 214 authority, and provides international services pursuant to its international Section 214 authorization to provide resold public switched services and global resale services granted in FCC File No. ITC-214-19940415-00137 (Old ITC-94-277)² and ITC-214-19980619-00425,³ respectively.

B. Integra Telecom Holdings, Inc. ("Integra") and Its Operating Subsidiaries

Through several operating subsidiaries, Integra provides local telephone service, long distance and international calling, and high-speed Internet access to small and mid-sized businesses. Integra's subsidiaries hold Competitive Local Exchange Carrier licenses to operate as facilities-based providers in Idaho (Integra Telecom of Idaho, Inc.), Minnesota (Integra Telecom of Minnesota, Inc.), Nebraska (Integra Telecom of Nebraska, Inc.), New Mexico (Integra Telecom of New Mexico, Inc.), North Dakota (Integra Telecom of North Dakota, Inc.), Oregon (Integra Telecom of Oregon, Inc.), South Dakota (Integra Telecom of South Dakota, Inc.), Utah (Integra Telecom of Utah, Inc.), Washington (Integra Telecom of Washington, Inc.) and Wisconsin (resale only) (Integra Telecom of Wisconsin, Inc.). In addition, Scott-Rice

² See Public Notice dated June 22, 1994 (Report No. I-6990).

³ See Public Notice dated August 6, 1998, DA-98-1565 (Report No. I-8325).

Telephone Co. ("SRTC") is an ILEC subsidiary of Integra that operates in Minnesota. Integra Telecom of Oregon, Inc. also provides long distance services in Montana. Integra serves over 300,000 access line equivalents across its operating area. Integra subsidiaries provide interstate services pursuant to blanket domestic Section 214 authority, and provide international services pursuant to their parent's international Section 214 authorization granted in FCC File No. ITC-214-19970820-00500.⁴

III. DESCRIPTION OF THE TRANSACTION (ANSWER TO QUESTION 13)

In order to consummate the proposed transaction, Applicants have entered into a Membership Interest Purchase Agreement ("Agreement") dated as of February 6, 2006. Pursuant to the Agreement, Integra will purchase from CU Capital all of the issued and outstanding membership interests in ELI, and will thereby become the sole controlling member of ELI. The purchase price to be paid by Integra will be approximately \$247 million including \$243 million in cash plus the assumption of \$4 million in capital leases, subject to customary adjustments. Immediately following the transaction, ELI will continue to operate as a separate subsidiary of Integra. For the Commission's convenience, pre- and post-transaction corporate organizational charts are provided as Exhibit A attached hereto.

Although the proposed transaction will result in a change in the ownership of ELI, the proposed transaction will not affect the assets ELI currently holds or adversely affect any of the customers who receive service in connection with ELI's on-going operations. Immediately following the consummation of the transaction, those customers will continue to receive service under the same rates, terms and conditions of service. The proposed transfer of control of ELI

⁴ See Public Notice dated May 4, 2000, DA No. 00-991 (Report No. TEL-00225).

to Integra, therefore, is expected to be seamless and virtually transparent to consumers, in terms of the services they receive.⁵

IV. PUBLIC INTEREST STATEMENT

Applicants respectfully submit that the transaction described herein will serve the public interest. The proposed transaction will provide the Applicants with access to each other's advanced network capabilities, technical and financial strengths and complementary services, which together are expected to strengthen the Applicants' ability to expand their offerings and provide more advanced telecommunications services to a broader customer base. Applicants expect that the proposed acquisition will enable both ELI and Integra to continue to offer innovative products and to further strengthen their competitive positions to the benefit of consumers and the national telecommunications marketplace.

Further, the transaction will be conducted in a manner that will be virtually transparent to customers of ELI and Integra. The transfer of control of ELI will not result in a change of carrier for end user customers. Following consummation of the proposed transaction, ELI and Integra will continue to provide high-quality communications services to their customers without interruption and without immediate change in rates, terms or conditions.

Given the increasingly competitive nature of the interstate and international telecommunications markets, Applicants are seeking to complete the proposed transaction as soon as possible in order to ensure that Applicants can rapidly obtain the benefits of the proposed transaction. Accordingly, Applicants respectfully request that the Commission process, consider and approve this Application as expeditiously as possible.

⁵ If, after a transition period, Integra seeks to transfer ELI's assets to an Integra-controlled entity, or to re-brand all or some of ELI's services, then Integra will obtain all necessary approvals (including all required Commission approvals) and make all required customer notifications.

V. INFORMATION REQUIRED BY SECTION 63.24(E)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a) through (d), and (h) through (p) for both ELI and Integra.

(a) Name, address and telephone number of each Applicant:

ELI:

Electric Lightwave, LLC **FRN: 0008359440**
4400 NE 77th Avenue
Vancouver, Washington 98662
Tel: (360) 816-3000

Integra:

Integra Telecom Holdings, Inc. **FRN: 0004257010**
1201 NE Lloyd Blvd., Suite 500
Portland, OR 97232
Tel: (503) 453-8000

(b) Jurisdiction of Organizations:

ELI:

ELI is a limited liability company formed under the laws of the State of Delaware.

Integra:

Integra Telecom Holdings, Inc. is a corporation formed under the laws of the State of Oregon.

- (c) **(Answer to Question 10)** Correspondence concerning this Application should be sent to:

For ELI:

Russell M. Blau
Brett P. Ferencak
Bingham McCutchen LLP
3000 K Street, NW, Suite 300
Washington, DC 20007-5116
Tel: (202) 424-7500
Fax: (202) 424-7647
Email: russell.blau@bingham.com
brett.ferenchak@bingham.com

Hilary E. Glassman
General Counsel
Citizens Communications Company
3 High Ridge Park
Stamford, Connecticut 06905
Tel: (203) 614-5059
Fax: (203) 614-4651
Email: Hilary.Glassman@czn.com

Aloa Stevens
Director Government & External Affairs - West
Electric Lightwave, LLC
3 Triad Center
Suite 160
Salt Lake City, UT 84180
Tel: (801) 924-6356
Fax: (801) 554-6363
Email: astevens@czn.com

For Integra:

Jay Nusbaum
Associate Counsel, Government Affairs
Integra Telecom Holdings, Inc.
1201 NE Lloyd Blvd., Suite 500
Portland, OR 97232
Tel: (503) 453-8054
Fax: (503) 453-8221
Email: jay.nusbaum@integratelecom.com

with a copy to legal counsel:

Michelle W. Cohen, Esq.
Thompson Hine LLP
1920 N Street, NW
Washington, DC 20036
Tel: (202) 263-4151
Fax: (202) 331-8330
Email: Michelle.Cohen@thompsonhine.com

- (d) ELI holds international Section 214 authority to provide resold public switched services and global resale services pursuant to FCC File Nos. ITC-214-19940415-00137 (Old ITC-94-277) and ITC-214-19980619-00425, respectively. These authorizations were granted in the name of "Electric Lightwave, Inc." Subsequently, ELI changed its corporate form and name to "Electric Lightwave, LLC." To the extent necessary, ELI requests that the Commission update its records with regard to these authorizations to reflect the name: "Electric Lightwave, LLC." ELI also holds blanket domestic Section 214 authority.

Integra Telecom Holdings, Inc. holds international Section 214 authority to provide global resale and facilities-based services pursuant to FCC File No. ITC-214-19970820-00500. Integra's operating subsidiaries operate under that international Section 214 authority pursuant to 47 C.F.R. § 63.21. The operating subsidiaries each hold blanket domestic interstate Section 214 authority.

- (h) (Answer to Questions 11 & 12) The following entities own directly or indirectly 10% or more of ELI and Integra:

ELI:

Currently, Electric Lightwave, LLC is a wholly owned subsidiary of CU Capital LLC ("CU Capital"), which in turn is a wholly owned subsidiary of Citizens Communications Company ("Citizens"). CU Capital and Citizens are holdings companies for various operating subsidiaries that are engaged in the business of providing telecommunications services. The corporate address of CU Capital and Citizens is:

3 High Ridge Park
Stamford, Connecticut 06905

Citizens is a widely held publicly traded company (NYSE: CZN) with no individual shareholder having a 10% or greater interest in Citizens.

No other entity holds a 10% or greater direct or indirect interest in ELI. ELI does not have any interlocking directorates with a foreign carrier.

Integra Telecom Holdings, Inc.:

Integra Telecom Holdings, Inc. is a wholly-owned subsidiary of Integra Telecom, Inc., an Oregon corporation. Integra Telecom, Inc. is the ultimate parent company of the "Integra Telecom" operating subsidiaries.

The following entities own a 10% or greater direct interest in **Integra Telecom, Inc.:**

Name: Boston Ventures Limited Partnership V
Address: One Federal St., 23rd Floor
Boston, MA 02110
Ownership: 40.0%
Citizenship: U.S.
Principal Business: Investments

Name: Nautic Partners LLC (and affiliated entities)
Address: 50 Kennedy Plaza, 12th Floor
Providence, RI 02903
Ownership: 26.4%
Citizenship: U.S.
Principal Business: Investments

Name: Bank of America Capital Investors, LP
Address: 901 Main St., 64th Floor
Dallas, TX 75206
Ownership: 21.1%
Citizenship: U.S.
Principal Business: Investments

The following entities have a 10 percent or greater ownership in **Boston Ventures Limited Partnership V:**

Name: New York State Common Retirement Fund
Address: Office of State Comptroller
A.E. Smith Building, 6th Floor
Albany, NY 12236
Ownership: 11.1%
Citizenship: New York
Principal business: Pension fund

Name: BV V Group Trust ("Group Trust")
Address: c/o Mellon Bank
135 Santilli Highway
AIM 026-0026: E. Tobin
Everett, MA 02149
Ownership: 12.5% of Boston Ventures Limited Partnership V

Citizenship: Massachusetts
Principal Business: Investments

The **Group Trust** is owned greater than 50% by:

Name: California Teacher's Retirement System
Address: 7667 Folsom Boulevard
Sacramento, CA 95826
Citizenship: California
Principal Business: Pension Fund

Nautic Partners, LLC (through managed entities) holds a combined approximately 26.4% interest in Integra Telecom, Inc.

The entities holding these ownership interests and their percentage ownership are:

Chisolm Partners III, L.P.	5.28
Fleet Equity Partners VI, L.P.	0.61
Fleet Equity Partners VII, L.P.	5.63
Fleet Growth Resources III, Inc.	13.14
Fleet Venture Resources, Inc.	1.42
Kennedy Plaza Partners	0.31
	<hr/>
	26.39%

Information regarding these entities is as follows:

Chisholm Partners III, L.P.

Address: 50 Kennedy Plaza
Providence, RI 02903
Citizenship: Delaware
Principal Business: Investment in and management of securities

Fleet Equity Partners VI, L.P.

Address: 50 Kennedy Plaza
Providence, RI 02903
Citizenship: Delaware
Principal Business: Conducting the business of a Small Business Investment Company ("SBIC") pursuant to and in accordance with the Small Business Investment Act of 1958.

Fleet Equity Partners VII, L.P.

Address: 50 Kennedy Plaza
Providence, RI 02903
Citizenship: Delaware

Principal Business: Investment in and management of private equity securities

Fleet Growth Resources III, Inc.

Address: 50 Kennedy Plaza
Providence, RI 02903
Citizenship: Rhode Island
Principal Business: Investment in and management of private equity securities

Fleet Venture Resources, Inc.

Address: 50 Kennedy Plaza
Providence, RI 02903
Citizenship: Rhode Island
Principal Business: Conducting the business of a SBIC pursuant to and in accordance with the Small Business Investment Act of 1958.

Kennedy Plaza Partners

Address: 50 Kennedy Plaza
Providence, RI 02903
Citizenship: Rhode Island
Principal Business: Venture capital investments and the management of such investments.

Further ownership information for the entities controlled by Nautic Partners, LLC:

Fleet Growth Resources III, Inc. is a subsidiary of the Bank of America Corporation (information on Bank of America follows).

Fleet Growth Resources III, Inc., along with Fleet Venture Resources, Inc., is managed by Silverado II, Corp. Silverado II Corp is a corporation owned by the managing directors of Nautic Partners, LLC: Robert Van Degna, Habib Gorgi, Michael Gorman, and Rior-don Smith. Information on these managing directors is as follows:

Robert Van Degna

Address: 7850 East El Sendero #7
Scottsdale, AZ 85262
Citizenship: U.S.
Principal Business: Managing Director Nautic Partners, LLC

Habib Y. Gorgi

Address: 151 Grotto Avenue
Providence, RI 02906
Citizenship: U.S.
Principal Business: Managing Director Nautic Partners, LLC

Michael A Gorman

Address 13 Wildlife Drive
Hopkington, MA 01748
Citizenship: U.S.
Principal Business: Retired

Riordon B. Smith

Address 60 Bow Street
East Greenwich, RI 02818
Citizenship: U.S.
Principal Business: Managing Director Nautic Partners, LLC

Fleet Equity Partners VI, L.P. and Fleet Equity Partners VII, L.P. are limited partners each with two general partners. They have contractually ceded management authority to Silverado IV, Corp. and Silverado V, Corp. respectively (collectively, "Silverado"). Silverado are corporations owned by the managing directors of Nautic Partners, LLC: Robert Van Degna, Habib Georgi, Michael Gorman, and Riordon Smith. Information on these individuals is provided above.

Chisholm Partners III, L.P., is managed by Silverado III, L.P., its general partner. The general partner of Silverado III, L.P. is Silverado III Corp. Silverado III Corp is a corporation owned by the managing directors of Nautic Partners, LLC: Robert Van Degna, Habib Georgi, Michael Gorman, and Riordon Smith. Information on these individuals is provided above.

Kennedy Plaza Partners is a Rhode Island partnership. It is an investment vehicle for officer level staff of Nautic Partners.

The following entities have a 10 percent or greater ownership interest in **Banc of America Capital Investors, LP**:

Name: BA Equity Investors, Inc.
Address: 101 N. Tryon St., 25th Floor
Charlotte, NC 28255
Ownership: 99.5% Limited Partnership interest (a 0.5% General Partner interest is held by Banc of America Capital Management, L.P., information follows).
Citizenship: Delaware
Principal business: Investments

Name: Banc of America Capital Management, L.P.
Address: 101 N. Tryon St., 25th Floor
Charlotte, NC 28255
Ownership: 0.5% General Partner interest (a 99.5% limited partnership interest is held by BA Equity Investors, Inc. as described above)
Citizenship: Delaware
Principal business: Investments

BA Equity Investors, Inc. is 100% owned by:

Name: Bank of America Corporation
Address: 100 North Tryon Street
Charlotte, NC 28255
Citizenship: Delaware
Principal business: Banking & Financial Services

No single individual or entity owns more than 10% in Bank of America Corporation.

The following entities have a 10% or greater ownership interest in Banc of America Capital Management, L.P.:

Name: J. Travis Hain
Address: 100 N. Tryon St. – 25th Floor
Charlotte, NC 28255
Ownership: 13.3% Limited Partnership interest (a 1% General Partner interest is held by BACM I GP, LLC, information follows. Mr. Hain is the managing member of BACM I GP, LLC).
Citizenship: U.S.
Principal Business: Private Equity Investing

Name: W.W. Walker, Jr.
Address: 100 N. Tryon St. – 25th Floor
Charlotte, NC 28255
Ownership: 14.3% Limited Partnership interest
Citizenship: U.S.
Principal Business: Banking Services

Name: Ann H. Browning
Address: 100 N. Tryon St. – 25th Floor
Charlotte, NC 28255
Ownership: 13.3% Limited Partnership interest
Citizenship: U.S.
Principal Business: Banking Services

Name: George E. Morgan, III

Address: 100 N. Tryon St. – 25th Floor
Charlotte, NC 28255
Ownership: 13.3% Limited Partnership interest
Citizenship: U.S.
Principal Business: Banking Services

Name: Walker L. Poole
Address: 100 N. Tryon St. – 25th Floor
Charlotte, NC 28255
Ownership: 13.3% Limited Partnership interest
Citizenship: U.S.
Principal Business: Banking Services

Name: Robert H. Sheridan, III
Address: 100 N. Tryon St. – 25th Floor
Charlotte, NC 28255
Ownership: 13.3% Limited Partnership interest
Citizenship: U.S.
Principal Business: Banking Services

Name: George E. Morgan, III
Address: 100 N. Tryon St. – 25th Floor
Charlotte, NC 28255
Ownership: 13.3% Limited Partnership interest
Citizenship: U.S.
Principal Business: Banking Services

Name: BACM I GP, LLC
Address: 100 N. Tryon St. – 25th Floor
Charlotte, NC 28255
Ownership: 1% General Partnership interest (limited partnership interest of 10% or more is described above)
Citizenship: U.S.
Principal Business: Private Equity Investing

No other entity holds a 10% or greater direct or indirect interest in Integra. Integra does not have any interlocking directorates with a foreign carrier.

- (i) **(Answer to Question 14)** Applicants certify that none of Applicants is a foreign carrier or affiliated with a foreign carrier.
- (j) **(Answer to Question 15)** Applicants certify that they do not seek to provide international telecommunications services to any destination country where:
 - (1) An Applicant is a foreign carrier in that country; or
 - (2) An Applicant controls a foreign carrier in that country; or

- (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

- (a)(6) A description of the proposed transaction is set forth in **Section III.** above.
- (a)(7) ELI is an integrated communications provider of local telephone, data, network, and long distance services to small and medium enterprise businesses, carriers, and the growing e-commerce market. In parts of the western United States, ELI is a full service telecommunications provider, offering business customers a suite of integrated products and services, including local phone

service, switched and dedicated long distance, private networks, advanced data and Internet access services. ELI's current full service markets include Portland, Oregon; Seattle, Washington; Sacramento, California; Phoenix, Arizona; Salt Lake City, Utah; and Boise, Idaho. Nationwide, ELI offers long distance, data, Internet access and broadband transport services.

ELI is affiliated with various subsidiaries of Citizens, including both competitive local exchange carriers and incumbent local exchange carriers ("ILEC"). A complete list of ELI's ILEC affiliates is provided as Exhibit B.

Integra's telecommunications services are provided through several operating subsidiaries. Integra provides competitive local, long distance and/or international services in Minnesota, Montana, North Dakota, Oregon, Utah, Washington and Wisconsin. All of the services provided by Integra and its subsidiaries, except for SRTC, are competitive in nature and none of them hold a dominant position in any market. SRTC is an ILEC in Central Minnesota that serves the Prior Lake, Newmarket, and Webster exchanges .

ELI's service territory does not overlap with that of SRTC. To the extent ELI provides services in areas adjacent to SRTC's service territory, ELI only provide wholesale services and does not provide any retail services such areas.

- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant the Commission's Rules and Orders With respect to domestic authority, this Application may not qualify for presumed streamlined processing pursuant to Section 63.03(b)(2) because affiliates (as defined in Section 3(1) of the Communications Act - "Affiliates") of both ELI and Integra are ILECs that have adjacent service areas. To the extent this disqualifies the Application from presumptive streamlined treatment, Applicants nevertheless request streamlined treatment on the case-by-case approach because, immediately following the transaction, (1) Integra and its subsidiaries, including ELI, will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Integra and its subsidiaries, including ELI, will provide competitive telephone services exclusively in geo-graphic areas served by a dominant local exchange carrier that is not a party to the transaction except for certain services ELI currently provides in certain service areas of its ILEC Affiliates; and (3) to the extent Applicants' Affiliates are incumbent local exchange carriers in other markets, these Affiliates have in combination fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide. Since this application would qualify for presumptive streamlined treatment but for the fact that ILEC affiliates of Applicants that are not involved in the proposed transaction have adjacent service territories, those ILECs with adjacent service areas will remain unaffiliated following the transaction, and the transaction will have no effect whatsoever on the level of competition in any of these ILEC territories, Applicants respectfully request that the Commission grant streamlined treatment to this Application, or

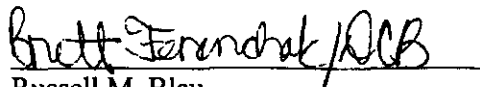
in the alternative, process this Application on a non-streamlined basis but using similar timeframes for comments and approval as would be used for an Application with streamlined processing.

- (a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to the transaction described herein.
- (a)(10) Prompt completion of the proposed transaction is critical to ensuring that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV.** above.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants respectfully request streamlined treatment to permit Applicants to consummate the proposed transaction as soon as possible.

Respectfully submitted,



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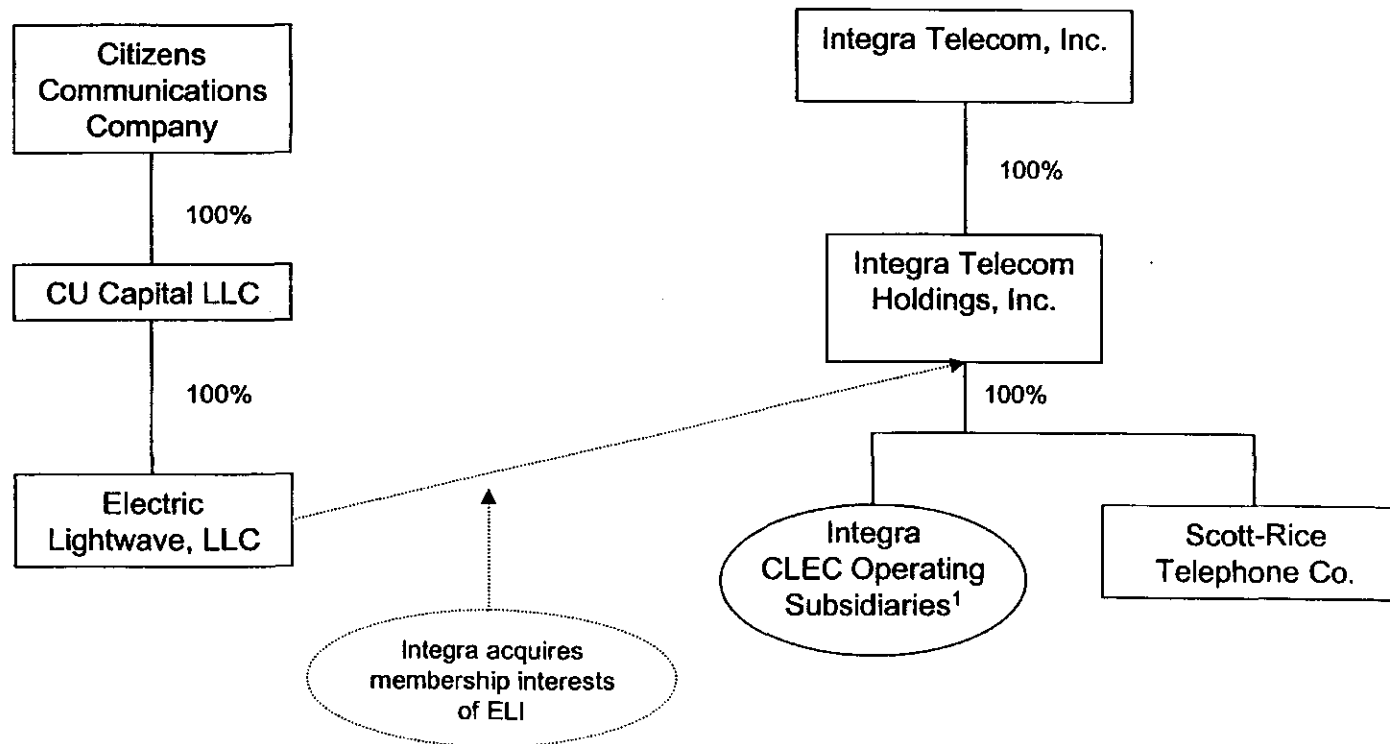
Dated: March 6, 2006

EXHIBIT A

Pre- and Post-Transaction Organizational Structure

Illustrative Chart

Pre-Transaction



¹ Integra Telecom of Idaho, Inc., Integra Telecom of Minnesota, Inc., Integra Telecom of Nebraska, Inc., Integra Telecom of New Mexico, Inc., Integra Telecom of North Dakota, Inc., Integra Telecom of Oregon, Inc., Integra Telecom of South Dakota, Inc., Integra Telecom of Utah, Inc., Integra Telecom of Washington, Inc., and Integra Telecom of Wisconsin, Inc.